

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months Ended January 31, 2017 and 2016

The following is Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Orefinders Resources Inc. ("Orefinders", the "Corporation", or the "Company") to enable a reader to assess the financial condition and results of operations of the Company for the three months ended January 31, 2017. This MD&A has been prepared as at March 31, 2017 unless otherwise indicated. This MD&A should be read in conjunction with the unaudited interim Financial Statements ("Financial Statements") and Related Notes for the three months ended January 31, 2017 and 2016, which have been prepared in and are in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monies are expressed in Canadian dollars unless otherwise indicated.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements. Additional information about Orefinders Resources Inc. is available at www.sedar.com.

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on July 26, 2011 under the name Orefinders Resources Inc. The Company has no subsidiaries.

The Company received regulatory approval to extend its 2014 fiscal year from July 31, 2014 to October 31, 2014.

The Company's head office and principal business address is Suite 2500, 120 Adelaide Street West, Toronto, Ontario M5H 1T1. Additional information relevant to the activities of the Company, including press releases has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") – www.sedar.com. The Company is a reporting issuer in the provinces of British Columbia, Alberta and Ontario and trades on the TSX Venture Exchange, symbol ORX-V.

MANAGEMENT'S RESPONSIBILITIES FOR FINANCIAL REPORTING AND CONTROLS

The Financial Statements have been prepared by management in accordance with International Financial Reporting Standards appropriate in the circumstances and have been approved by the Company's board of directors (the "Board"). The integrity and objectivity of these Financial Statements are the responsibility of management. In addition, management is responsible for ensuring that the information contained in the MD&A is consistent where appropriate, with the information contained in the Financial Statements.

In support of this responsibility, the Company maintains internal and administrative controls to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the Company's assets are properly accounted for and adequately safeguarded. The Financial Statements may contain certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis to ensure that the Financial Statements are presented fairly in all material respects.

The Board is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control. The Board carries out this responsibility principally through its audit committee. The members of the audit committee are appointed by the Board and have sufficient financial expertise to assume this role with the Company.

OVERVIEW

Orefinders Resources Inc. is focused on gold exploration in one of Canada's richest gold mining camps with promising gold projects strategically located in the Kirkland Lake, Ontario. The Kirkland Lake district has an established track record for the discovery and development of world-class gold deposits in a mining-friendly jurisdiction.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

To exercise the option granted by Jubilee Gold Exploration Ltd. (“Jubilee”) and earn a 100% interest in the Derlak project, Orefinders has made cash payments to Jubilee totaling \$60,000 and satisfied the following work obligations, in accordance with an agreement dated Jan 19, 2012 and subsequently amended January 19 and October 23, 2014, August 18, 2015.

On September 9, 2015, the Company announced that it has signed an agreement with Jubilee, Derlak’s vendor and former optionor, that gives Orefinders’ an immediate 100% interest in the Derlak Project located in Red Lake Ontario. In exchange for the fully vested interest in Derlak, Orefinders agreed to amend its existing 3% Net Smelter Royalty agreement with Jubilee on its Mirado Project in Kirkland Lake to include only a 1% buy back for Orefinders at a cost of \$1,000,000.

Under the terms of the original option agreement as amended, Orefinders was required to spend a further \$500,000 in work obligations on Derlak prior to January 19, 2017 in order to own 100% of the Derlak property and had the option to buy back the entire 3% NSR on the Mirado Project at \$1,000,000 for the first percent, \$2,000,000 for the second percent and \$3,000,000 for the final third percent.

Derlak Red Lake Project

Date	Cash Payments	Cumulative Expenditures
January 19, 2012	\$10,000	-
January 19, 2013	\$20,000	\$200,000
January 19, 2014	\$30,000	\$300,000
TOTAL:	\$60,000	\$500,000

Effective February 8, 2016 Orefinders has completed the terms of its option agreement to acquire an 100% interest in the MZ claims. Orefinders has made cash payments and issued Common Shares to Metherall and Zabudsky, and incur exploration expenditures, as follows:

Date	Cash Payments	Cumulative Expenditures	Common Share Issuances
February 8, 2012	\$20,000	-	75,000
February 8, 2013	\$25,000	\$50,000	25,000
February 8, 2014	\$25,000	\$75,000	50,000
February 8, 2015	\$30,000	\$100,000	50,000
February 8, 2016	\$40,000	\$200,000	50,000
TOTAL:	\$140,000	\$425,000	250,000

On March 6, 2017, the Company announce that it has entered into a definitive agreement with Pure Gold Mining (TSX.V: PGM) ("Pure Gold") to sell the Company's Derlak Project in Red Lake, Ontario.

In return for a \$1.3 million value, Orefinders has agreed to transfer its 100% interest in the Derlak Project which consists of 11 contiguous patented claims covering approximately 542 acres. The \$1.3 million in total consideration to Orefinders is comprised of \$500,000 in cash and \$800,000 worth of Pure Gold shares. The transaction closed on March 10, 2017, and Orefinders no longer has a direct interest in the Derlak property.

Mirado Gold Property, Kirkland Lake, Ontario

The Mirado property, located in the Abitibi Gold District, is located 35 km southeast of the gold mining town of Kirkland Lake located in northeastern Ontario. The Mirado property was optioned from Jubilee and consists of 12 patented claims (432 acres) located in McElroy and Catharine Townships. Both the surface and mining rights were owned outright by Jubilee.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

The MZ property consists of an additional ten contiguous staked mining claims surrounding the Mirado property. The MZ claims cover an additional 45 units of land in Catharine and McElroy Townships. A regional geological map on the Company's web site at www.orefinders.ca indicates the location of the Mirado property in relation to all of the major world class gold deposits located along or near the Larder Lake Cadillac Fault ("LLCF"). Gold-rich volcanogenic massive sulphide (VMS) deposits located along or near the LLCF are also presented on the map, including the Horne Mine and deposits of the Doyon Bousquet-Laronde gold mining camps. These mines are located immediately east of the Ontario-Quebec border. The Mirado property was originally staked in 1915. Historical surface exploration and underground mining during the period from 1915 till 1987 resulted in the completion of over 40,000 m of drilling in 442 surface and underground drill holes. A shaft was sunk to 540 feet on the North Zone with levels established on the 125', 250', 375' and 500' elevations along with 12,000 feet of drifting and crosscutting, 720 feet of raising and 1,723 feet of stope development by the end of 1948. Further surface and underground exploration and development occurred during the period from 1981-1987, including overburden stripping, development of a ramp, bulk sampling from a small open pit, and stockpiling of mined material currently located adjacent to access roads on the property. Previous operators were mainly focused on near surface bonanza grade gold mineralization, and as a result, all of the historical drilling and underground work targeted depths of less than 150 meters below surface. This previous work can be reviewed in historic reports available on the Ontario government website, which includes an environmental base line study, bulk sampling, stockpiling of open pit and underground material and metallurgical test-work programs. Dynatec Mining Ltd. was contracted by Golden Shield in 1986 for underground and open pit operations. A summary of this work can be reviewed at the following government website:

www.geologyontario.mndmf.gov.on.ca/gosportal/gos?command=mndmsearchdetails:afri&uuid=32D04SW0141

On March 20, 2016, the Company exercised its option and acquired the MZ Claims. The MZ claims are subject to a 2% NSR payable to Metherall and Zabudsky of which the first 1% of the NSR may be purchased for \$1,000,000 and the second 1% NSR may be purchased for \$2,000,000 at any time before commencement of commercial production.

In total, approximately \$10 million in exploration and underground development was completed at the Mirado property during the period from 1940-1987. As a result of the extensive amount of historical work completed during this period, the Mirado property is considered to be at the advanced stage of exploration. All of the surface and underground diamond drill-holes were previously surveyed by a professional land surveyor and this allowed Orefinders to relocate all of the historical surface and underground drill holes with the use of a differential GPS instrument.

Orefinders was the first company to take over 40,000m of historical surface and underground diamond drill hole data, detailed surface and underground geological mapping and sampling data and build a 3D model of the deposit utilizing GEMcom software (GEMS). The 3D model was then integrated with a recent, deep penetrating IP survey that was conducted over 14- line km over the deposit during the spring of 2012. The geophysics survey tested the Mirado deposit to a depth more than 300m, deeper than any of the previous drilling and underground workings. Several significant "chargeability" anomalies associated with tuffaceous and pyroclastic units were detected near the top of the Skead volcanic assemblage. These geophysical targets were systematically drill tested during 2013 and 2014, the results from which were disclosed in various Corporate news releases.

The 2013 and 2014 drilling programs have been very successful in returning numerous ore grade intervals at shallow depths in the Mirado South zone. The south zone is being evaluated for bulk tonnage open pit mining. At the Mirado north zone several narrower ore grade intervals were also intersected in shear hosted pyritic zones and is being evaluated for underground mining potential.

A drill-hole location map which includes the location of the all of the Phase I and Phase II drill holes is provided on the Orefinders website at www.orefinders.ca under a section called "Core Shack."

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

The gold values reported were obtained exclusively from diamond drill core. Drilling was completed by an independent contractor under the supervision of Orefinders' technical staff. The core is then split and put into a sample bag which is labeled for each interval and a sample card tag put in each sample bag. Samples were picked up by ALS Chemex and sent to their sample preparation facility.

The analysis was conducted in ALS Chemex's ISO 9001:2008 certified Vancouver, BC laboratory facility using fire assay method for gold with a gravimetric over-limit finish, and multi-element (ME-ICP41) techniques producing assays for a 35-element suite of minerals. All samples collected for analysis were processed using Orefinders' strict QA/QC (quality assurance / quality control) program which includes the insertion of standards, duplicates and blanks for quality control of the samples. After the core is logged for each drill-hole, the location of each site is located using a differential GPS in UTM coordinates using NAD 83 datum.

In July 2013, Orefinders retained SRK Consulting (Canada) to prepare an NI 43-101 compliant mineral resource estimate and technical report on the Mirado project.

During 2013, Orefinders staked an additional 942 acres surrounding the Mirado patents, increasing Orefinders current land position at the project to 3,228 acres. The recent staking covered numerous historical high grade gold occurrences reported in the Ontario Department of Mines Annual Report Vol. LIX Part VI (1950). These gold occurrences have never been systematically explored. The staked ground is 100% owned by Orefinders and the updated land position map can be viewed at www.orefinders.ca.

In September 2013, Orefinders awarded Story Environmental Inc. ("SEI") of Haileybury, Ontario the contract to commence Environmental Base Line studies at Mirado. The contracted services will include water sampling and analysis, the installation of groundwater monitoring wells, the installation of a weather station and air samplers for the collection of weather and air quality data, a hydrology program, benthic and sediment sampling and characterization as well as an archeological study.

On October 30, 2013, Orefinders reported that it had identified a mineral resource of 20,742 tonnes of stockpiled material with an average grade of 4.41 grams per tonne gold (gpt Au) in three separate stockpiles located on Orefinders 100% owned Mirado property. The mineral resources are reported in accordance with Canadian Securities Administrator's National Instrument 43-101 and have been estimated in conformity with generally accepted CIM Estimation of Mineral Resource and Mineral Reserves Best Practises Guidelines. Orefinders commissioned SRK Consulting (Canada) Inc. ("SRK") in July 2013 to complete a mineral resource estimate for the Mirado project which includes existing historical stockpiles. This portion of the mineral resource estimate was completed on gold bearing mineralization previously stockpiled by Golden Shield Resources Inc. ("Golden Shield") during the period from 1986-1987.

Golden Shield reported the extraction of 50,000 tons from the South Zone open pit and an additional 20,000 tons from an underground exploration development program at the North Zone in a Northern Miner article dated November 9, 1987. Custom milling of a limited amount of the stockpiled Mirado material occurred at the Queenston Gold Mines Limited McBean mill located in nearby Kirkland Lake, where historical recovered gold grades were reported to range from 0.12 ounces per ton Au to 0.17 ounces per ton. Golden Shield halted operations in November 1987, leaving unprocessed stockpiles on the Mirado site, citing low gold prices at a time when the gold price averaged approximately CDN \$450 per ounce. A location map for the three sampled stockpiles is provided on the Orefinders website at www.orefinders.ca under a section called "Core Shack."

The current mineral resources of the stockpiles, named Northern Pile, Central Pile and Southern Pile are reported using a conservative cut-off grade of 2.0 g/t Au. Composited data were capped at 16, 20 and 9 g/t Au for the Northern Pile, Central Pile and Southern Pile, respectively. The Mineral Resource Statement for the three stockpiles is shown in the following Table.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Table 1: Mineral Resource Statement*, Stockpiles, Mirado Gold Project, Ontario, SRK Consulting (Canada) Inc., October 25, 2013

Classification/Zone	Quantity (tonnes)	Grade Gold (gpt)	Contained Gold (ounces)
Inferred			
Northern Pile	12,194	4.71	1,847
Central Pile	4,011	5.38	693
Southern Pile	4,537	2.74	399
Total Inferred	20,742	4.41	2,939

* Mineral resources are not mineral reserves and do not have a demonstrated economic viability. All figures have been rounded to reflect the relative accuracy of the estimates. Figures are reported at a cut-off grade of 2.0 gpt gold, assuming a gold price of US\$1,400 per ounce, and a metallurgical recovery of 95 percent.

Gold grades were estimated by an inverse algorithm (power of three), within a wireframe defined for the extents of each of the Stockpiles. Orefinders sampled the Northern and Central Stockpiles on a regular grid of 7.5 metres and the Southern Stockpile on a regular grid of 10 metres. Orefinders surveyed the areal extents of the stockpiles using a differential GPS receiver. Due to the larger size of the Southern Stockpile, Orefinders also surveyed the thickness of this stockpile using the same equipment.

Gold grades were estimated in each Stockpile separately using capped composited data. Block sizes for the Northern, Central and Southern Pile are 2.5 x 2.5 x 5 metres, 2.5 x 2.5 x 1.5 metres, and 2.5 x 2.5 x 2.5 metres, respectively. The mineral resources are reported at a cut-off grade of 2.0 gpt gold, assuming a gold price of US \$1,400 per ounce of gold and a metallurgical recovery of 95 percent. The specific gravity was assumed at 1.5, corresponding to a swell factor of approximately 55 percent for blasted rock and a specific gravity of 2.75 of the in-situ rock.

The mineral resource estimation work was completed by Dr. Lars Weiershäuser, P.Geo. (APGO #1504) and reviewed by Glen Cole, P.Geo. (APGO #1416). Dr. Weiershäuser and Mr. Cole are both independent Qualified Persons as this term is defined in National Instrument 43-101. Dr. Weiershäuser inspected the Mirado gold project on July 15 to 17, 2013.

The chemical analyses were conducted in ALS Chemex's ISO 9001:2008 certified Vancouver, BC laboratory facility; gold values were determined using fire assay method with a gravimetric over-limit finish. Multi-element (ME-ICP41) techniques yielded assays for a 35-element suite of minerals. All samples collected for analysis were processed using Orefinders' strict QA/QC (quality assurance / quality control) program which includes the insertion of standards, duplicates and blanks for quality control of the assays. Samples were collected over measured grids on all three Stockpiles. An excavator was used to determine true thickness. A differential GPS took detailed readings in UTM coordinates using NAD 83 datum to determine the volume of each pile.

In November 2013, preliminary metallurgical scoping test work program commenced on four samples collected from high grade stockpiles located at on Mirado. Testing was completed by SGS Canada Inc. in Lakefield, Ontario, and included determination of the Bond ball mill work index and cyanidation tests designed to investigate the recovery of gold. Basic environmental characterization tests were performed on a combined tailing sample as well with results reported in March 2014.

Each 30-kg sample was pre-aerated for 6 hours at pH 11-11.5 then leached for 48 hours with 1 g/L NaCN. The consumption of cyanide was low to moderate at 0.3 – 0.4 kg/t NaCN and line consumption was ~0.7 kg/t CaO. Gold extraction ranged from 91.2% to 94.4% and averaged 93% at an average grind size of P80 of 65µm.

A composite of equal weights of the leach residues from each of the four samples was used for initial environmental characterization. Modified acid base accounting determined that the combined residue would be classified as potentially acid generating. None of the regulated elements exceeded the Schedule 4 limits of the

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Metal Mining Effluent Regulations. Standard Bond ball mill grindability tests using a 100-mesh closing screen on the four samples reported a Work Index range from 15.4 kWh/t to 18.3 kWh/t.

These positive results confirmed the historical metallurgical testwork reported by Golden Shield Resources Ltd. in 1986, as part of their historical technical and financial evaluation of the Mirado deposit in which they reported up to 95% gold recovery through a combined gravity circuit followed by cyanidation. Between June and December 1987, 50,000 tonnes of open pit and 20,000 tonnes of underground ore were extracted at Mirado. Custom milling of approximately 47,000 tonnes of this material at the Queenston McBean mill near Kirkland Lake averaged between 3.77 gpt Au and 5.5 gpt Au.

On December 9, 2013 Orefinders reported an inferred mineral resource of 10,618,000 tonnes with an average grade of 1.29 grams per tonne gold (gpt Au) in open pit, underground and three separate stockpiles located on Orefinders' 100% owned Mirado property.

The mineral resources were reported in accordance with Canadian Securities Administrator's National Instrument 43-101 and have been estimated in conformity with generally accepted CIM Estimation of Mineral Resource and Mineral Reserves Best Practices Guidelines. Orefinders commissioned SRK Consulting (Canada) Inc. ("SRK") to complete a mineral resource estimate for the Mirado gold project. The mineral resource estimation work was completed by Dr. Lars Weiershäuser, P.Geo. and was reviewed by Glen Cole, P.Geo.. Dr. Weiershäuser and Mr. Cole are both independent Qualified Persons as this term is defined in National Instrument 43-101. Dr. Weiershäuser inspected the Mirado gold project on July 15 to 17, 2013. Goran Andric, P. Eng. undertook an open pit optimization study to support the mineral resource statement.

SRK considers the gold mineralization at the Mirado project as primarily amenable to open pit extraction. Open pit resources are reported at a cut-off grade of 0.45 gpt gold within a conceptual pit shell. The mineral resources have been estimated using a geostatistical block modelling approach informed from core borehole data. Gold mineralized zones were defined using a wireframe interpretation constructed from drilling data using Leapfrog® and GEMS software. Orefinders drilling efforts focused primarily on the Main zone; however, the North block and down dip extensions to the known mineralization were also tested to a limited extent. In order to determine the quantities of material offering "reasonable prospects for economic extraction" using an open pit scenario, a conceptual pit shell was developed using Whittle software and its Lerchs-Grossman optimization algorithm. The optimization parameters used by SRK are presented in Table 2.

Table 2: Conceptual Assumptions Considered for Open Pit Resource Reporting

Parameter	Assumption
Pit wall angle	50 degrees
Mining cost (ore and waste)	C\$2.00/t rock
Process cost including G & A costs	US\$15/t
Process recovery	95% gold
Assumed process rate	5,000 tpd from open pit and underground
Metal price	US\$1,400 /oz gold
Mining dilution and losses	5.0%

SRK advised that a reporting cut-off grade of 0.45 gpt gold is appropriate for reporting open pit and stockpile mineral resources considering a gold price of US\$1,400 per ounce of gold and a gold recovery of 95 percent. SRK considers that a cut-off grade of 2.0 gpt gold is appropriate for reporting underground mineral resources. However, Orefinders elected to report the stockpile mineral resources at a cut-off grade of 2.0 gpt gold in the view of possible off-site toll milling prior to any mine development. SRK considers this cut-off grade to be reasonable.

The Mineral Resource Statement for the open pit, underground and three stockpiles is presented in Table 3.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Table 3: Mineral Resource Statement*, Mirado Gold Project, Ontario, SRK Consulting (Canada) Inc., November 18, 2013

Classification/Zone	Quantity (000 tonnes)	Grade Gold (gpt)	Contained Metal Gold (000 ounces)	Cut-off grade (gpt Gold)
Inferred				
Open pit	9,927	1.18	376.6	0.45
Underground	669	2.90	62.4	2.00
Northern pile**	12	4.71	1.8	2.00
Central pile**	4	5.38	0.7	2.00
Southern pile**	5	2.74	0.4	2.00
Total Inferred	10,618	1.29	442.0	

* Mineral resources are not mineral reserves and do not have a demonstrated economic viability. All figures have been rounded to reflect the relative accuracy of the estimates. Reported at a cut-off grade of 0.45 gpt gold for resources inside a conceptual pit; and 2.0 gpt gold for mineralized piles and for resources for which an underground extraction scenario is assumed; a gold price of US\$1,400 per ounce; and metallurgical recovery of 95 percent.

** Mineral resources in historical mineralized piles have been reported by Orefinders in a news release dated October 30, 2013.

Mineral Resource Estimation Methodology

The Mirado gold project database contains 247 core boreholes, 242 (31,700 meters) of which were considered for resource estimation. Of this total, Orefinders completed 40 core boreholes (12,060 meters). This database represents drilling data acquired between 1980 and 2013 by Amax Minerals Exploration (AMAX), Golden Shield Resources Ltd. (Golden Shield), and Orefinders. The borehole data include collar location, down-hole survey data, lithology codes, and 19,091 sample intervals assayed for gold. SRK also received analytical quality control data for the drilling completed by Orefinders (2013), which include assay results for field blanks, field duplicates, and standard reference materials inserted within all sample batches submitted for assaying. Samples were also collected over surveyed grids on all three stockpiles. An excavator was used to determine true thickness. A differential GPS receiver was used to survey the extent of the stockpiles, aiding in the determination of their volume. Survey points were recorded in UTM coordinates using NAD 83.

SRK did not find any problems with the Orefinders database, but was unable to validate the quality of the historical 1980-1987 Amax and Golden Shield drill hole data. SRK considers the database adequate to support mineral resource evaluation and that the modelled geological wireframes are a reasonable interpretation of the boundaries of the gold mineralization at the current sampling spacing. However, the project database contains significant historical data of uncertain quality. As a result, SRK relied on the data compilation completed by Orefinders and built geological wireframes based on a structural geology investigation completed by SRK during the months of August and September, 2013. Mineral resources were estimated within geological wireframes.

A block model was created to cover the entire area of gold mineralization at the Mirado gold project. The block model was set on a grid of 5 by 5 by 5 meters. The block model is not rotated. Separate block models were created for each of the three stockpiles. Block sizes were chosen to take into account the thickness of the stockpiles and sample spacing. Block models for the Central and Southern stockpiles are not rotated. The model parameters are summarized in Table 4.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Table 4: Mirado Gold Project Block Model Parameters

Direction	Origin*	Block Size (meter)	Number of Blocks	Direction	Origin*	Block Size (meter)	Number of Blocks
Main Block Model - Pit and Underground				Northern Stockpile ²			
East-West	586,800	5.0	230	East-West	587,100	2.5	53
North-South	5,317,800	5.0	230	North-South	5,318,362	2.5	60
Vertical	320	5.0	85	Vertical	303	5.0	3
Central Stockpile				Southern Stockpile			
East-West	587,075	2.5	36	East-West	586,970	2.5	50
North-South	5,318,150	2.5	39	North-South	5,317,885	2.5	46
Vertical	294	1.5	3	Vertical	296	2.5	5

* UTM coordinates NAD83 datum Zone 17N

Due to the lack of specific gravity data and uncertainties with regard to the quality of the data for the historical drilling, SRK considers that it is appropriate to classify all modelled blocks to the Inferred category within the meaning of the CIM *Definition Standards for Mineral Resources and Mineral Reserves*. Mineral resources are not mineral reserves and have not demonstrated economic viability. There is no certainty that all or any part of the mineral resources will be converted into mineral reserves. It is uncertain if further exploration will allow upgrading the classification of the Inferred mineral resources.

A technical report following the guidelines of Canadian Securities Administrators' National Instrument 43-101 in support of the Mirado Mineral Resource Statement was prepared by SRK and filed on SEDAR in December 2013. A wireframe model of the deposit and cross sections can be viewed in the Coreshack section of the Orefinders website at www.orefinders.ca.

In August 2013, Orefinders completed its work obligations on Mirado and made the final \$75,000 payment to acquire a 100% interest in the 12 patented Mirado claims from Jubilee Gold Exploration Ltd., subject to a 3% NSR. These patented claims cover the area of historic gold exploration and production at Mirado from the 1930's through 1987. This acquisition is considered to be the core asset of the 3,228 acre Mirado land package. The Mirado patent claims have now all been transferred to Orefinders and are Fee-Simple Absolute title to mining and surface rights, with minor surface right reservations, mostly for road allowances and hydro-electric transmission line easements.

Additional Claims staked at Mirado

In May 2014, Orefinders announced that it has staked an additional 1,190 hectares of land near Kirkland Lake, Ontario, adjacent to and along strike to the northwest from its wholly-owned Mirado gold project. The staking program increased Orefinders landholdings by 54% to 2,200 hectares, resulting with 100% ownership of favorable volcanic stratigraphy covering an additional six historical gold occurrences considered highly prospective for bulk tonnage gold deposits.

During the winter season, the Mirado project was reviewed by Dr. Jim Oliver, Ph.D., P.Geo. Dr. Oliver has more than 25 years exploration experience specializing in global mineral deposit evaluations, has worked on five continents in 25 countries and examined or worked on approximately 400 mineral occurrences or deposits. Dr. Oliver re-logged Mirado drill core from the 2013 drilling program, prepared a geological model and stratigraphic cross-sections. Two different ages and styles of gold mineralization were recognized at the Mirado deposit, at the North and South Zones.

South Zone bulk tonnage gold mineralization is related to late, highly gold rich quartz pyrite stockwork and extensional vein systems developed largely at competency contrasts within relatively flat lying volcanic stratigraphy. Auriferous quartz veins are preferentially developed near the hanging wall contact of a thick, laterally persistent, coherent felsic flow with overlying intermediate to mafic volcanic units. Strong gold

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

mineralized zones track extensional offsets in the felsic section and property scale data suggests that multiple, potentially gold mineralized, structural zones may be identified along strike from the current resource areas.

Dr. Oliver also concluded that the North Zone represents an older gold mineralizing event, represented by a significantly gold enriched polymetallic volcanogenic massive sulphide (VMS) system. The North Zone gold target has a specific stratigraphic position, which is often defined by a persistent chert or felsic ash tuff horizon which exhibits good lateral and down-dip continuity within a vertical to steep northeast dipping section. In 2013, Orefinders drilled a limited number of diamond drill holes (six), on broad step outs, into this favorable target, and intercepted significant high grade gold bearing sulphide mineralization (eg. **6.0 m @ 6.32 g/t Au**) associated with a strong coincident IP chargeability response (see press release dated April 10, 2013). Blocks of VMS material sampled from stockpiles located near the North Zone shaft area during the fall of 2012 assayed **134.5 g/t Au, 63.5 g/t Ag, 23.9% Zn and 1.6% Cu**. Within the Archean Abitibi Subprovince, gold rich volcanic hosted massive sulphides represent important exploration targets and deposits, including the Horne, Quemont and Bousquet 1 and 2 Mines. One of the best documented deposits of this type is the La Ronde Penna gold deposit, 58.6 Mt of 4.31 g/t Au, located in the Doyon-Bousquet-La Ronde camp. An updated geological cross-section, through the North and South gold mineralized zones prepared by Dr. Oliver can be reviewed on the website at www.orefinders.ca under the “Core Shack” section for the Mirado Project.

On June 18, 2014, Orefinders announced that it had commenced summer field exploration at Mirado. A detailed mapping, sampling and trenching program began with field crews exploring high priority gold targets.

More than a dozen gold occurrences are located along a strike length of 9 km from the Mirado gold deposit and will be evaluated during the current field program. Two styles of mineralization are recognized on the recently acquired ground:

- Gold targets located along strike from the Mirado South Zone that will be evaluated for potential to host bulk tonnage gold mineralization within flat lying intercalated mafic/felsic volcanic stratigraphy.
- The second style of gold mineralization on the property includes polymetallic volcanogenic massive sulphide (VMS) occurrences hosted within vertically dipping intercalated felsic and mafic volcanic stratigraphy. The current exploration program will test the potential for Au-Ag-Cu-Zn mineralization on the property.

Initial results from the ongoing 2014 field exploration program were reported in early September, 2014. Orefinders field crews were able to systematically prospect several key target areas covering 340 hectares located throughout the 2,200hectare land package, successfully identifying high-grade gold in outcrops in five target areas located outside the current resource at Mirado. These new target areas are known as; MZ, Mirado North, Bank, Zabudsky, and Charest. Highlights from this summer’s field program included grab samples which reported assays up to **48.5 g/t Au**. Results from the field program are indicated in Table 5 below and are presented on a map that can be found under the Mirado Project -Kirkland Lake Core Shack Section on Orefinders website at www.orefinders.ca.

Based on initial results, trenching programs were commenced over these target areas which are described in more detail below:

MZ Trench Zone

Located 200 m west from the conceptual open pit designed by SRK Consulting Inc. the MZ zone is geologically similar to the Mirado south zone. High grade gold mineralization from Trench 13-02 (**4.80m at 21.8 g/t Au** reported in our news release of January 15, 2014) has been extended through to Trench 13-03 with additional sampling during this field season. Highlights of the 2014 grab sampling program included **48.5 g/t Au** obtained from previously unsampled sections of Trench 13-03. Additional sampling along this NE trend indicated continuous mineralization at surface for a strike length of approximately 100 m. During the 2014 program, 21 grab samples have been collected which returned assays ranging from 0.009 to 48.5 g/t Au.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Bank

Located south of the Misema River, the Bank target area is hosted in felsic – intermediate tuffaceous and volcanic rocks. The mineralized zone shows strong chlorite and sericite alteration giving the rock a bleached appearance. Mineralization occurs in both metre-wide quartz veins and adjacent pyritized wall rocks. Assays returned up to **13.95 g/t Au** in the intermediate tuffs and up to **5.75 g/t Au** within a quartz vein. A total of 14 grab samples were collected, which ranged from 0.005 to 13.95 g/t Au.

Zabudsky

The Zabudsky target is south of the Misema River and 900 m west of the Bank zone. Mineralization appears to be associated with a hydrothermal breccia zone with up to 25% pyrite. Initial samples collected assayed up to **4.55 g/t Au**. To date, a total of 24 grab samples have been collected with assays ranging from 0.10 to 4.55 g/t Au. With sparse outcrop in the area prospecting and sampling was limited.

Mirado North

High grade Au-rich VMS horizons have been identified at surface east of the shaft. These horizons are similar to Au-rich horizons intersected in drill core during the 2012 Mirado drilling program. A total of 9 grab samples collected during the 2014 field season identified two new VMS horizons northeast of the Mirado shaft with assays ranging up to **20.1 g/t Au**.

Charest

The Charest gold occurrence is located within a mineralized syenite intrusion. A total of 23 grab samples were collected from mineralized quartz veins up to 1 m wide which returned assays ranging from 0.005 to **14.8 g/t Au**. The best assay results were obtained near a historic, abandoned shaft located within the syenite. Initial prospecting has indicated an extensive quartz veining system throughout the syenite body.

In total, Orefinders collected 91 grab samples at 5 gold occurrences which returned gold values ranging from 0.009 to 48.5 g/t Au. The chemical analyses were conducted in ALS Chemex's ISO 9001:2008 certified Vancouver, B.C. laboratory facility; gold values were determined using fire assay method with a gravimetric over-limit finish. All samples collected for analysis were processed using Orefinders' strict QA/QC (quality assurance / quality control) program which includes the insertion of standards, duplicates and blanks for quality control of the assays. ALS is a certified and accredited laboratory service. It should be noted that, due to their selective nature, assay results from grab samples may not be indicative of the overall average grade and extent of mineralization on the subject area.

The technical information contained above has been approved by Kevin Piepgrass, P.Geo, VP Exploration for Orefinders, who is a Qualified Person as defined in "National Instrument 43-101, Standards of Disclosure for Mineral Projects."

Land Access Agreement signed with Georgia-Pacific North Woods LP ("GP")

In June 2014, Orefinders announced that a land access agreement was signed on March 12, 2014 with Georgia-Pacific North Woods LP ("GP") for the purpose of harvesting and removing timber from the Mirado patented claims. All road construction on the Mirado road was completed ahead of schedule and under budget by mid-July 2014. In early August, the road was permitted by the Ontario Ministry of Transportation for 40 tonne hauling capacity, and logging operations commenced. All timber was clear-cut from the patented claims by mid-October 2014.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Orefinders Acquires Past Producing Gold Hill Mine Adjacent to Mirado Property, Kirkland Lake, Ontario

On September 24, 2014, Orefinders announced that it had reached agreement to acquire the mineral rights for 9 patented claims (148 hectares) encompassing the past producing Gold Hill mine adjacent to the Mirado Gold property. The Gold Hill mine was operational during the late 1920's with a vertical shaft sunk to 1,100 feet with 7,500 feet of lateral work developed on 8 levels. Development work targeted narrow high grade gold rich quartz veins that dipped vertically. A land position map indicating the location of the Gold Hill patents can be viewed on the Orefinders website at www.orefinders.ca. In order to earn a 100% interest in the claims, Orefinders made a cash payment of \$27,000 and issued 20,000 shares to the vendor. The vendor will retain a 1.5% net smelter royalty (NSR) that can be purchased by Orefinders for \$500,000.

Flow-through Private Placement completed for \$300,000

On December 22, 2014, Orefinders completed a non-brokered private placement of 3,000,000 flow-through shares at a price of \$0.10 per share for gross proceeds of \$300,000. The shares are subject to a hold period expiring on April 25, 2015. No finder's fees were payable in conjunction with this placement.

Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures. During the year ended October 31, 2015 the Company received \$300,000 from the issue of flow-through shares. To October 31, 2015, the Company expended approximately \$295,000 in eligible exploration expenditures and, subsequently met its commitment as of December 31, 2015.

MZ Claims Comprising Part of the Mirado Project

On March 20, 2016, the Company exercised its option and acquired the MZ Claims. These claims are subject to a 2% NSR payable to the vendors of which 1% of the NSR may be purchased by the Issuer for \$1,000,000, and the second 1% of the NSR may be purchased for \$2,000,000.

Private Placement completed for \$150,000

On July 8, 2016, the Company completed a non-brokered private placement of 3,000,000 units at a price of \$0.05 per unit, for aggregate proceeds of \$150,000. Each unit is comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share on or before July 8, 2018 at an exercise price of \$0.10 per common share. In connection with the financing, the Company incurred share issue costs in the amount of \$Nil.

Mirado Stockpile Processing Project

In the summer of 2016, Orefinders implemented its plan to proceed with the toll milling of its stockpile resource on the Mirado property. In July 2016, the company filed its closure plan with the Ontario's Ministry of Northern Development and Mines which details companies plans to reclaim the site and permits the resource to be transported. Additionally, Orefinders arranged for the financing and negotiated an agreement with Iamgold Corporation to utilize their Westwood Mill in order to process and recover the gold contained within Mirado's stockpiles.

In November 2016, the company began the on-site crushing of the stockpile resource and its trucking to the Westwood Mill. Milling began at the end of November and was completed by the end of 2016.

As at February 28, 2017, the Company has thus far recovered 1,414 gold ounces in the form of good delivery bullion which in turn was sold into the spot market. After accounting for refining and foreign exchange costs the Company received \$2,305,912 Cdn against all-in costs of production of \$2,367,534 Cdn

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Orefinders Enters into Loan and Royalty Agreements to Finance Mirado Mine Stockpile Production

On August 29, 2016, Orefinders entered into a debt agreement (“Loan”) and royalty streaming agreement (“Royalty Streaming”) with Excalibur Resources and Inflection Capital to provide the funding necessary to commence its Mirado Mine stockpile project. Use of proceeds from these transactions went towards processing costs including deposits to the milling and trucking contractors.

The Royalty Streaming provided for the payment of \$50,000 to the Company in return for an unsecured royalty capped at a maximum payout of \$105,000, payable out of Orefinders' profits from processing the stockpiles after paying all processing costs and repayment of the Loan. Any proceeds from this Royalty Streaming is exclusive to phase one of the stockpile project. It also gives Excalibur the following rights: (i) the right to purchase a 1% NSR on the Mirado project for \$2,000,000 at any time prior to 90 days after the commencement of commercial production from the Mirado Mine; (ii) the first right of refusal to provide any future stream financing component to Orefinders on its possible future phase two production and provided the financing is on reasonable and competitive commercial terms consistent with industry standards; and (c) the right to receive a 2% NSR, with total proceeds capped at a maximum of \$1,000,000, on any future revenues from Orefinders possible phase two production from expansion of the open pit once a PEA has been completed. The Loan provided for an advance to Orefinders of \$450,000 on closing and is due and repayable one year after closing together with a financing cost of \$180,000. Also, in accordance with TSXV Policy 5.1 regarding bonus shares, the Loan provided for the issuance of bonus shares to the lender equal to 20% of the Loan amount (or \$90,000) divided by the market price (as defined in TSXV Policy 1.1) as at market close on the day prior to the issuance of this press release. The bonus shares will be subject to a four-month restriction on trading after issue in accordance applicable securities law. Closing of the Loan and issue of the bonus shares are subject to approval of the TSX Venture Exchange. There are no finders' fees payable in connection with the financing.

In March 2017, the \$450,000 loan was repaid by the Company and an agreement was reached to reduce the financing fee from \$180,000 to \$100,000. (See Subsequent Events)

Private Placement completed for \$217,850

On October 20, 2016, Orefinders closed a non-brokered private placement of 3,112,145 units, at a price of \$0.07 per unit, to raise proceeds of \$217,850. Each unit consists of one common share and one-half of one share purchase warrant, each whole warrant entitling the holder to purchase one additional common share, at \$0.10 per share, until October 21, 2018.

Results of Operations – Financial Operations

Three months ended January 31, 2017 compared to January 31, 2016

For the three months ended January 31, 2017, the Company posted a comprehensive loss of \$117,160 (2016: \$125,357). The activity was comprised primarily of the following expenditures: Professional fees of \$1,264 (2016: \$8,614), Consulting and management fees of \$28,000 (2016: \$34,920), Office, rent and general of \$8,058 (2016: \$19,118), Share-based payments of \$Nil (2016: 49,293), Transfer agent, filing fees and shareholder communications of \$1,969 (2016: \$3,377), Travel and related costs of \$2,808 (2016: \$7,760), Amortization of equipment and software of \$Nil (2016: \$2,275), Amortization of debt financing costs of \$71,361 (2016: \$Nil), and Accretion on asset retirement obligation of \$3,700 (2016: \$Nil). Revenues for the 2017 period were \$Nil (2016: \$Nil).

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Summary of Quarterly Results

	Q1-2017	Q4-2016	Q3-2016	Q2-2016
	January 31, 2017	October 31, 2016	July 31, 2016	April 30, 2016
Income (Loss) and comprehensive loss	\$(117,160)	\$(203,582)	\$(90,027)	\$(80,103)
Income (Loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	9,830,142	9,516,441	8,303,451	8,183,133
Long-term liabilities	-	-	-	-
Shareholders' equity	\$8,275,135	\$8,392,295	\$8,248,949	\$8,168,633
	Q1-2016	Q4-2015	Q3-2015	Q2-2015
	January 31, 2016	October 31, 2015	July 31, 2015	April 30, 2015
Income (Loss) and comprehensive loss	\$(125,357)	\$78,697	\$(83,088)	\$(162,023)
Income (Loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	8,277,970	8,358,263	8,401,184	8,480,429
Long-term liabilities	-	-	-	-
Shareholders' equity	\$8,248,236	\$8,319,300	\$8,337,666	\$8,420,752

Selected Annual Financial Information

Annual/Period Information	Year Ended October 31, 2016	Year Ended October 31, 2015	15 Month Period Ended October 31, 2014
Cash and short term investments	\$ 321,835	\$ 198,593	\$ 705,398
Total Assets	9,516,441	8,358,263	8,494,643
Shareholders' Equity	8,392,295	8,319,300	8,406,282
Statement of Operations, Comprehensive Loss and Deficit Data			
Total Revenue	\$ -0-	\$ -0-	\$ -0-
Total Expenses	499,069	290,193	634,298
Loss for the year/period	\$ 499,069	\$ 290,193	\$ 750,642

Liquidity and Solvency

Orefinders is in the exploration stage and therefore has no regular cash flow but in February 2017, Orefinders realized cash flow on its revenue from the production of stockpiles on its Mirado Project. As at January 31, 2017, the Company had a working capital deficiency of \$1,254,121 (October 31, 2016: \$596,308).

As at January 31, 2017, the Company had current assets of \$300,886 (October 31, 2016: \$527,838), total assets of \$9,830,142 (October 31, 2016: \$9,516,441) and total liabilities of \$1,555,007 (October 31, 2016: \$1,124,146). The Company has no long-term debt. There are no known trends in the Company's liquidity or capital resources.

As at January 31, 2017, the principal assets of the Company are its mineral exploration properties, amounting to \$9,529,256, (October 31, 2016: \$8,988,603).

Cash decreased by \$264,004 during the three months ended January 31, 2017 (2016: \$123,180). Cash provided by operating activities amounted of \$276,649 (2016: cash used in operating activities \$59,835) and cash used for exploration and evaluation expenditures amounted to \$540,653 (2016: \$63,345).

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Cash flow to date has not satisfied the Company's operational requirements. The development of the Company may in the future depend on the Company's ability to obtain additional financings. In the past, the Company has relied on the sale of equity securities to meet its cash requirements. Future developments, in excess of funds on hand, will depend on the Company's ability to obtain financing through joint venturing of projects, debt financing, equity financing or other means. There can be no assurances that the Company will be successful in obtaining any such financing or in joint venturing its property.

Risk, Uncertainties and Outlook

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. Other risks facing the Company include competition for mineral properties, environmental and insurance risks, fluctuations in metal prices, fluctuations in exchange rates, share price volatility and uncertainty of additional financing.

Going concern

The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of the amounts shown as exploration and evaluation assets is dependent upon future profitable production or proceeds from the disposition of properties.

The business of mining and exploration involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its properties, making the required payments pursuant to mineral property option agreements and/or securing additional financing; all of which are uncertain.

Although the Company has taken steps to verify title to the properties on which it is conducting its exploration activities, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, social requirements, aboriginal land claims and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

The Company has raised funds throughout the current fiscal year and has utilized these funds for its exploration programs and working capital requirements. The ability of Orefinders to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that Orefinders will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of Orefinders may change and existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Related Party Transactions

Key management personnel compensation

Key management includes directors, president, CEO and executive chairman. The remuneration of the key management of the Company during the period ended January 31, 2017 consisted of management, consulting and geological fees of \$28,000 (2016 - \$42,428) and share based payments valued at \$Nil (2016 - \$49,293).

Unless disclosed elsewhere, related party transactions for the three months ended January 31, 2017 and 2016 include:

	2017	2016
Management and consulting fees	\$ 28,000	\$ 30,750
Geological consulting fees capitalized	-	11,678
	\$ 28,000	\$ 42,428

Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is on its cash held in bank accounts and short term investment. Cash is held with major banks in Canada. Restricted cash is on deposit with an Ontario government agency. Management assesses credit risk of cash as remote.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company strives to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

To date, the Company's sole source of funding has been the issuance of equity securities for cash. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Capital Management

The Company's capital structure is adjusted based on managements' and the Board of Directors' decision to fund expenditures with the issuance of debt or equity such that it may complete the acquisition, exploration and development of properties for the mining of minerals that are economically recoverable. The Board of Directors does not establish quantitative return on capital criteria, but rather relies on the expertise of management and other professionals to sustain future development of the business. The capital of the Company consists of share capital, share-based payment reserve and deficit.

The Company's mineral properties are in the exploration stage and, as a result, the Company does not currently generate cash flow from operations. In February 2017, the Company generated revenue from the production of the Mirado stockpiles but there is no guarantee that production will be profitable. The Company intends to raise such funds as and when required to complete its exploration and production projects. There is no assurance that the Company will be able to raise additional funds on reasonable terms.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

The only other sources of future funds presently available to Orefinders are through the exercise of outstanding stock options and the sale of equity capital of the Company, the issuance of loans and/or debentures or the sale of an interest in any of its mineral properties in whole or in part. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. In March 2017, the Company completed the sale of its Derlak property (see Subsequent Events)

There can be no assurance that Orefinders will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the periods ended January 31, 2017 and 2016. The Company is not subject to externally imposed capital restrictions.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of January 31, 2017, the Company may not be compliant with the policies of the TSXV. The impact of this violation is not known and is ultimately dependent on the discretion of the TSXV.

Corporate Governance Matters

The Company has an independent audit committee and a compensation committee that meets periodically as required to review and approve financial statements and to approve management compensation.

Environmental Risks and Hazards

All phases of Orefinder's mineral exploration operations are subject to environmental regulations pertaining to the provinces of Ontario and also Canada. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Orefinders operations. Environmental hazards may exist on the properties on which Orefinders holds interests, which are unknown to Orefinders at present and which may have been caused by previous or existing owners or operators of the properties. Orefinders may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently and may in the future be required in connection with Orefinder's operations. To the extent such approvals are required and not obtained, Orefinders may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities which may cause operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

The future costs of retiring mining assets include dismantling, remediation, ongoing treatment and monitoring of the site. These are reconciled and recorded as a liability at fair value. The liability is accreted, over time, through periodic charges to earnings. In addition, asset retirement costs are capitalized as part of the asset's carrying value and amortized over the asset's useful life. The Company has just commenced mining and milling operations and currently has an asset retirement obligations in relation to the retirement of its assets.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Orefinders and cause increases in exploration expenses, capital expenditures and production costs. They may also cause a reduction in levels of production at producing properties or they may require abandonment or delays in development of new mining properties.

Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the environment, Orefinders may become subject to liability for hazards against which it cannot be insured. The Company is subject to all environmental acts and regulations at the federal and provincial levels.

These include, but are not limited to, the following:

Federal Level (Canada)

Canadian Environmental Protection Act
Fisheries Act

Navigable Waters Protection Act and
Regulations

Provincial Level (Ontario, Quebec)

Ontario Environmental Protection Act
Ontario Mining Act

To the Company's knowledge, there are no liabilities to date which relate to environment risks or hazards.

Equity Securities Issued and Outstanding

As at March 31, 2017:

58,713,288 common shares issued and outstanding
5,871,000 incentive stock options outstanding
4,459,643 warrants outstanding

Off Balance Sheet Arrangements

The Company has no Off-Balance Sheet arrangements.

Proposed Transactions

The Company may from time to time acquire or dispose of property assets as exploration results, opportunities, competitive nature of the business, venture-capital and management may determine.

Subsequent Events

- (a) On March 2, 2017, the Company repaid the \$450,000 loan (Note 9) and received a release and discharge of the security. In addition, an agreement with the lender was reached to write-off \$80,000 of the original \$180,000 financing fee (Note 9). The remaining \$100,000 financing fee payable is now unsecured and is due August 31, 2017.
- (b) On March 6, 2017, the Company entered into a definitive agreement with Pure Gold Mining (TSX.V: PGM) to sell the Company's Derlak Project in Red Lake, Ontario. In return for a \$1.3 million value, Orefinders has agreed to transfer its 100% interest in the Derlak Project which consists of 11 contiguous patented claims. The \$1.3 million in total consideration to Orefinders is comprised of \$500,000 in cash and \$800,000 worth of Pure Gold Mining shares (1,290,322 shares @ \$0.62 per share). On March 10, 2017, the sale was completed and the consideration was received by the Company.

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

Evaluation of Disclosure Controls and Procedures

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) these audited financial statements do not contain any untrue statement of material fact, or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited financial statements, and (ii) these audited financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109.

In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of: (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports

Investor Relations

The Company maintains a website at www.orefinders.ca which serves as an additional source of information for its investors.

Cautionary Note Regarding Forward-Looking Statements

Certain of the statements made and information contained herein is "forward-looking information". These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "anticipates", "plans", "budget", "scheduled", "continue", "estimates", "forecasts", "expect", "is expected", "project", "propose", "potential", "targeting", "intends", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved" or the negative connotation thereof. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company on its properties and work plans to be conducted by the Company. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

Orefinders Resources Inc.
Management Discussion and Analysis
For the Three Months ended January 31, 2017 and 2016

- uncertainties relating to receiving exploration permits;
- the impact of increasing competition;
- unpredictable changes to the market prices for minerals;
- exploration and developments costs for its properties;
- availability of additional financing and opportunities for acquisitions or joint-venture partners;
- anticipated results of exploration and development activities; and
- the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A and audited Financial Statements and Notes to the Financial Statements as at October 31, 2016 which can be found on SEDAR website (www.sedar.com): volatility in the market price for minerals; uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral and oil and gas operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Readers are cautioned that the foregoing lists of factors are not exhaustive. Forward looking statements are made as of the date hereof and accordingly are subject to change after such date. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.